

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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<p>In re</p> <p>RESIDENTIAL CAPITAL, LLC, et al.,¹</p> <p>Debtors.</p>	<p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p>	<p>Chapter 11</p> <p>Case No. 12-12020 (MG)</p> <p>(Jointly Administered)</p>
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AFFIDAVIT OF SERVICE

I, Melissa Loomis, depose and say that I am employed by Kurtzman Carson Consultants LLC (KCC), the proposed claims and noticing agent for the Debtors.

A. On May 14, 2012, at my direction and under my supervision, employees of KCC caused the following documents to be served via Electronic Mail on the Core and Rule 2002 service list attached hereto as **Exhibit A**, via Overnight Mail on the Core and Rule 2002 service list attached hereto as **Exhibit B**, and on the additional parties as indicated below:

1. Debtors' Motion for Order Under Bankruptcy Rule 1015 Authorizing Joint Administration of the Debtors' Chapter 11 Cases [Docket No. 4];
2. Debtors' Motion for Interim and Final Orders Pursuant to 11 U.S.C. §§ 105, 362, 363(b)(1), 363(f), 363(m), 364(c)(1), 364(c)(2), 364(c)(3), 364(d)(1) and 364(e) And Bankruptcy Rules 4001 and 6004 (I) Authorizing the Debtors to (A) Enter Into and Perform Under Receivables Purchase Agreements and Mortgage Loan Purchase and Contribution Agreements Relating to Initial Receivables and Mortgage Loans and Receivables Pooling Agreements Relating to Additional Receivables, and (B) Obtaining Postpetition Financing on a Secured, Superpriority Basis, (II) Scheduling a Final Hearing Pursuant to Bankruptcy Rules 4001(b) and 4001(c), and (III) Granting Related Relief [Docket No. 13]*, and via Overnight Mail to the servicers and sub-servicers under the Designated Servicing Agreements and the Specified Servicing Agreements service list attached hereto as **Exhibit C**;

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Residential Capital, LLC (0738); ditech, LLC (7228); DOA Holding Properties, LLC (4257); DOA Properties IX (Lots-Other), LLC (3274); EPRE LLC (7974); Equity Investment I, LLC (2797); ETS of Virginia, Inc. (1445); ETS of Washington, Inc. (0665); Executive Trustee Services, LLC (8943); GMAC Model Home Finance I, LLC (8469); GMAC Mortgage USA Corporation (6930); GMAC Mortgage, LLC (4840); GMAC Residential Holding Company, LLC (2190); GMAC RH Settlement Services, LLC (6156); GMACM Borrower LLC (4887); GMACM REO LLC (2043); GMACR Mortgage Products, LLC (6369); GMAC-RFC Holding Company, LLC (3763); HFN REO Sub II, LLC (N/A); Home Connects Lending Services, LLC (9412); Homecomings Financial Real Estate Holdings, LLC (6869); Homecomings Financial, LLC (9458); Ladue Associates, Inc. (3048); Passive Asset Transactions, LLC (4130); PATI A, LLC (2729); PATI B, LLC (2937); PATI Real Estate Holdings, LLC (5201); RAHI A, LLC (3321); RAHI B, LLC (3553); RAHI Real Estate Holdings, LLC (5287); RCSFJV204, LLC (2722); Residential Accredited Loans, Inc. (8240); Residential Asset Mortgage Products, Inc. (5181); Residential Asset Securities Corporation (2653); Residential Consumer Services of Alabama, LLC (5449); Residential Consumer Services of Ohio, LLC (4796); Residential Consumer Services of Texas, LLC (0515); Residential Consumer Services, LLC (2167); Residential Funding Company, LLC (1336); Residential Funding Mortgage Exchange, LLC (4247); Residential Funding Mortgage Securities I, Inc. (6294); Residential Funding Mortgage Securities II, Inc. (8858); Residential Funding Real Estate Holdings, LLC (6505); Residential Mortgage Real Estate Holdings, LLC (7180); RFC Asset Holdings II, LLC (4034); RFC Asset Management, LLC (4678); RFC Borrower LLC (5558); RFC Constructing Funding, LLC (5730); RFC REO LLC (2407); RFC SFJV-2002, LLC (4670); RFC-GSAP Servicer Advance, LLC (0289)

3. Debtors' Motion for Interim and Final Orders Pursuant to Bankruptcy Code Sections 105, 361, 362, 363, and 507(b) and Bankruptcy Rule 4001(b): (I) Authorizing the Use of Cash Collateral and Related Relief, (II) Granting Adequate Protection and (III) Scheduling a Final Hearing (Citibank, N.A. Cash Collateral) [Docket No. 15]*, and via Overnight Mail to the servicers and sub-servicers under the Designated Servicing Agreements and the Specified Servicing Agreements service list attached hereto as **Exhibit C**
4. Debtors Motion for Order Under Bankruptcy Code Sections 105(a), 345, 363, 364, and 503(b)(1) and Bankruptcy Rules 6003 and 6004 Authorizing (I) Continued Use of Cash Management Services and Practices, (II) Continued Use of Existing Bank Accounts, Checks, and Business Forms, (III) Implementation of Modified Cash Management Procedures, (IV) Interim Waiver of the Investment and Deposit Requirements of Bankruptcy Code Section 345, (V) Debtors to Honor Specified Outstanding Prepetition Payment Obligations, (VI) Continuation of Intercompany Transactions, Including Intercompany Transactions with Future Debtors, and Granting Administrative Expense Status to Intercompany Claims, and (VII) Scheduling a Final Hearing on the Relief Requested [Docket No. 16], and via Overnight Mail to the Cash Management Banks service list attached hereto as **Exhibit D**
5. Declaration of Marc D. Puntus in Support of the Debtors' Motions for Interim and Final Orders Authorizing the Debtors to Enter into The Barclays DIP Facility and The AFI DIP Facility [Docket No. 20]*, and via Overnight Mail to the servicers and sub-servicers under the Designated Servicing Agreements and the Specified Servicing Agreements service list attached hereto as **Exhibit C**
6. Debtors' Motion for Order Under Bankruptcy Code Sections 105(a) and 107(b) and Bankruptcy Rule 9018 Authorizing the Filing Under Seal of Certain Proposed Debtor in Possession Financing Fee Letters [Docket No. 23]*, and via Overnight Mail to the servicers and sub-servicers under the Designated Servicing Agreements and the Specified Servicing Agreements service list attached hereto as **Exhibit C**
7. Debtors' Motion for Order Under Bankruptcy Code Section 521 and Bankruptcy Rule 1007(c) Extending Time for Filing Schedules and Statements [Docket No. 29]
8. Debtors' Motion for an Order Under Bankruptcy Code Section 105(a) and Bankruptcy Rule 2002(a), (f), (l) and (m) (I) Waiving the Requirement That Each Debtor File a List of Creditors, (II) Authorizing the Debtors to File a Consolidated List of the Fifty Largest Unsecured Creditors, (III) Approving the Form and Manner of Notice of the Commencement of the Debtors' Chapter 11 Cases and (IV) Approving Publication Notice to Borrowers [Docket No. 30]
9. Proposed Corrected Agenda for Emergency "First Day" Hearing Scheduled for May 14, 2012 and Continued "First Day" Hearing for May 15, 2012 [Docket No. 31], and via Overnight Mail to the servicers and sub-servicers under the Designated Servicing Agreements and the Specified Servicing Agreements service list attached hereto as **Exhibit C**, the Cash Management Banks service list attached hereto as **Exhibit D**, the HELOC counterparties service list attached hereto as **Exhibit E**, the Utility service list attached hereto as **Exhibit F**, and the Governmental Associations service list attached hereto as **Exhibit G**
10. Debtors' Motion for Entry of an Order Under Bankruptcy Code Sections 102(1), 105(a) and 105(d), Bankruptcy Rules 1015(c), 2002(m) and 9007 and Local Bankruptcy Rule 2002-2 Establishing Certain Notice, Case Management and Administrative Procedures [Docket No. 32]

* Additional Notice Parties to this Motion are included on the Core and Rule 2002 service list.

11. Debtors' Motion for Interim and Final Orders Under Bankruptcy Code Sections 105(a), 363, 506(a), 507(a)(8), 541 and 1129 and Bankruptcy Rule 6003 Authorizing Payment of Taxes and Regulatory Fees [Docket No. 37]
12. Debtors' Motion for Order Under Bankruptcy Code Sections 105, 507 and 541 and Bankruptcy Rule 6003 Authorizing Debtors to Honor Certain Prepetition Obligations to Customers [Docket No. 38]
13. Debtors' Motion Seeking Authority to Provide Notice to Borrowers That the Debtors Will Suspend Funding Draws Under Certain Home Equity Lines of Credit [Docket No. 40]*, and via Overnight Mail to the HELOC counterparties service list attached hereto as **Exhibit E**
14. Debtors' Motion for Interim and Final Orders Under Bankruptcy Code Sections 105(a) and 363(b) Authorizing Residential Capital, LLC to Enter Into a Shared Services Agreement with Ally Financial Inc. Nunc Pro Tunc to the Petition Date for the Continued Receipt and Provision of Shared Services Necessary for the Operation of the Debtors' Businesses [Docket No. 41]
15. Corrected Debtors' Motion for Interim and Final Orders Pursuant to Bankruptcy Code Sections 105, 361, 362, 363, and 507(b) and Bankruptcy Rules 4001 and 6004: (I) Authorizing the Debtors to Obtain Postpetition Financing on a Secured, Superpriority Basis, (II) Authorizing the Use of Cash Collateral and Related Relief, (III) Granting Adequate Protection and (IV) Scheduling A Final Hearing Pursuant to Bankruptcy Rules 4001(b) and 4001(c), and (V) Granting Related Relief [Docket No. 42]*, and via Overnight Mail to the servicers and sub-servicers under the Designated Servicing Agreements and the Specified Servicing Agreements service list attached hereto as **Exhibit C**
16. Debtors' Motion for Interim and Final Orders Under Bankruptcy Code Sections 105(a), 363(b), 507(a), 1107 and 1108 and Bankruptcy Rule 6003 (I) Authorizing But Not Directing Debtors to (A) Pay and Honor Prepetition Wages, Compensation, Employee Expense and Employee Benefit Obligations; and (B) Maintain and Continue Employee Compensation and Benefit Programs; and (II) Directing Banks to Honor Prepetition Checks and Transfer Requests for Payment of Prepetition Employee Obligations [Docket No. 43], and via Overnight Mail to **Tata America International Corp, 101 Park Ave, 26th Fl, New York, NY 10178**
17. Debtors' Motion for Interim and Final Orders Under Sections 105(a), 363, 364, 503(b), 1107(a), and 1108 of the Bankruptcy Code Authorizing the Debtors to (I) Process and Where Applicable Fund Prepetition Mortgage Loan Commitments, (II) Continue Brokerage, Origination and Sale Activities Related to Loan Securitization, (III) Continue to Perform, and Incur Postpetition Secured Indebtedness, Under the Mortgage Loan Purchase and Sale Agreement With Ally Bank and Related Agreements, (IV) Pay Certain Prepetition Amounts Due to Critical Origination Vendors, and (V) Continue Honoring Mortgage Loan Repurchase Obligations Arising in Connection With Loan Sales and Servicing, Each in the Ordinary Course of Business [Docket No. 44]
18. Debtors' Motion for Interim and Final Orders Under Sections 105(a), 362, 363, 1107(a) and 1108 of the Bankruptcy Code (I) Authorizing the Debtors to Continue in the Ordinary Course of Business (A) Servicing Non-Governmental Association Loans, and (B) Sale Activities Related to Certain Loans in Foreclosure and Real Estate Owned Property, and (II) Granting Limited Stay Relief to Enable Borrowers to Assert Related Counter-Claims in Foreclosure and Eviction Proceedings [Docket No. 46]

* Additional Notice Parties to this Motion are included on the Core and Rule 2002 service list.

19. Debtors' Motion for Interim and Final Orders Under Bankruptcy Code Sections 105(a) and 363 Authorizing the Debtors to Continue to Perform Under the Ally Bank Servicing Agreements in the Ordinary Course Of Business [Docket No. 47]
20. Debtors' Application for an Order Appointing Kurtzman Carson Consultants LLC as Claims and Noticing Agent for the Debtors Pursuant to 28 U.S.C. § 156(c), 11 U.S.C. § 105(a), S.D.N.Y. LBR 5075-1 and General Order M-409 [Docket No. 49], and via Overnight Mail to the **Clerk of the Court, Chamber of Honorable Martin Glenn, Clerk Meredith Grabill, US Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, NY 10004-1408**
21. Debtors' Motion for Order Under Bankruptcy Code Sections 105(a) and 366 (I) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Service on Account of Prepetition Invoices, (II) Approving Deposits as Adequate Assurance of Payment, and (III) Establishing Procedures for Resolving Requests by Utility Companies for Additional Assurance of Payment [Docket No. 54], and via Overnight Mail to the Utility service list attached hereto as **Exhibit F**
22. Debtors' Motion for Interim and Final Orders Under Sections 105(a), 361, 362, 363, 1107(a), and 1108 of the Bankruptcy Code (I) Authorizing the Debtors to Continue in the Ordinary Course of Business (A) Servicing Governmental Association Loans and (B) Foreclosure Activities Related to Certain Real Estate Owned by Fannie Mae, Freddie Mac, and Ginnie Mae; (II) Authorizing the Debtors to Pay Certain Prepetition Amounts Due to Critical Servicing Vendors and Foreclosure Professionals; (III) Granting Limited Stay Relief to Enable Borrowers to Assert Related Counter-Claims in Foreclosure and Eviction Proceedings; (IV) Authorizing the Debtors to Use Cash Collateral Under the Fannie Mae EAF Facility; and (V) Granting Related Relief [Docket No. 57]*, and via Overnight Mail to the Governmental Associations service list attached hereto as **Exhibit G**
23. Debtors' Motion for Order Under Bankruptcy Code Sections 105(a) And 107(b) and Bankruptcy Rule 9018 (I) Authorizing the Debtors to File Under Seal Confidential Exhibit to the Governmental Association Servicing Motion and (II) Limiting Notice Thereof [Docket No. 58]*, and via Overnight Mail to the Governmental Associations service list attached hereto as **Exhibit G**
24. Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), and (m), 365 and 1123, and Fed. R. Bankr. P. 2002, 6004, 6006, and 9014 for Orders: (A)(I) Authorizing and Approving Sale Procedures, Including Break-Up Fee and Expense Reimbursement; (II) Scheduling Bid Deadline and Sale Hearing; (III) Approving Form and Manner of Notice Thereof; and (IV) Granting Related Relief and (B)(I) Authorizing the Sale of Certain Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Authorizing and Approving Asset Purchase Agreements Thereto; (III) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto; and (IV) Granting Related Relief [Docket No. 61]
25. Memorandum of Law in Support of Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), and (m), 365 and 1123, and Fed. R. Bankr. P. 2002, 6004, 6006, 9007, 9008, and 9014 for Orders: (A)(I) Authorizing and Approving Sale Procedures, Including Break-Up Fee and Expense Reimbursement; (II) Scheduling Bid Deadline and Sale Hearing; (III) Approving Form and Manner of Notice Thereof; and (IV) Granting Related Relief and (B)(I) Authorizing the Sale of Certain Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Authorizing and Approving Asset Purchase Agreements Thereto; (III) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto; and (IV) Granting Related Relief [Docket No. 62]

* Additional Notice Parties to this Motion are included on the Core and Rule 2002 service list.

26. Declaration of Samuel M. Greene in Support of the Proposed Sale of Debtors' Assets [Docket No. 63]

Dated: May 14, 2012

/s/ Melissa Loomis

Melissa Loomis

State of California

County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 14th of May, 2012, by Melissa Loomis, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: /s/ Aimee M. Parel

My Commission Expires: 09/27/2013

Exhibit A

Exhibit A

Core & Rule 2002 List
Served via Electronic Mail

Party Description	Name	Notice Name	Email
Top 50 Creditor	Aegis Usa Inc.		Kapil.Chopra@aegisglobal.com
Top 50 Creditor	Alan Gardner	c/o Williamson & Williams	roblin@williamslaw.com
Top 50 Creditor	Allstate Insurance	c/o Quinn Emanuel Urquhart & Sullivan	danbrockett@quinnemanuel.com
Ally Bank	Ally Bank	Tom Houghton	tom.houghton@ally.com
Prepetition Lender - LOC & Revolver	Ally Financial Inc	Jeffrey Brown Corporate Treasurer	jeff.brown@gmaccs.com
Prepetition Lender - LOC & Revolver	Ally Financial Inc	William B Solomon VP & General Counsel	william.b.solomon@ally.com
Top 50 Creditor	Ambac Assurance Corp	c/o Patterson Belknap Webb & Tyler	prforlenza@pbwt.com
Top 50 Creditor	Assured Guaranty Corp.	c/o Margaret Yanney	myanney@assuredguaranty.com
Securitization/HELOC Trustee	Bank of New York Mellon	Sarah Stout & Jennifer J Provenzano	Sarah.Stout@BNYMellon.com Jennifer.Provenzano@BNYMellon.com Michael.Spataro@BNYMellon.com Mageshwaran.Ramasamy@BNYMellon.com
Barclays Bank PLC, as administrative agent under the Pre-Petition GSAP Facility	Barclays Bank PLC	Alicia Borys & Patrick Kerner	alicia.borys@barclays.com patrick.kerner@barclays.com
Barclays Bank PLC, as administrative agent under the Pre-Petition GSAP Facility	Barclays Bank PLC	Joe Tricamo & May Wong	xrausloanops5@barclays.com
Buyer under the Pre-Petition Ally Repo Facility	BMMZ Holding LLC	c/o Ally Financial Inc, Attn Courtney Lowman	courtney.lowman@ally.com
Top 50 Creditor	BNYMellon	c/o Dechert LLP	hector.gonzalez@dechert.com
Top 50 Creditor	Boilermaker Blacksmith National Pension Trust	c/o Cohen Milstein Sellers & Toll PLLC	jlaitman@cohenmilstein.com
Top 50 Creditor	Brian Kessler, et al	c/o Walters Bender Strohbehn & Vaughan, P.C.	jhaake@wbsvlaw.com
Counsel to MBIA Insurance Corporation	Cadwalader Wickersham & Taft LLP	Gregory M Petrick & Ingrid Bagby	gregory.petrick@cw.com ingrid.bagby@cw.com
Counsel to MBIA Insurance Corporation	Cadwalader Wickersham & Taft LLP	Mark C Ellenberg Esq	mark.ellenberg@cw.com
Top 50 Creditor	Cambridge Place Investment Management Inc.	c/o Donnelly, Conroy & Gelhaar LLP	msd@dcglaw.com
Prepetition Lender - Secured lender under the MSR Facility	Citibank NA	Attn Bobbie Theivakumaran	bobbie.theivakumaran@citi.com
Top 50 Creditor	Credstar		LPulford@corelogic.com
Top 50 Creditor	Deborah Pangel and Lee Sachs	c/o Linda Tirelli	WestchesterLegal@aol.com
Securitization Trustee	Deutsche Bank	Rosa Mendez	rosa.mendez@db.com
Top 50 Creditor	Deutsche Bank AG, New York	c/o Joe Salama	joe.salama@db.com
Top 50 Creditor	Don E. Diane M. Patterson	c/o Siegel Brill, P.A.	heidifurlong@siegelbrill.com
Top 50 Creditor	Donna Moore	c/o Kessler Topaz Meltzer & Check, LLP	eciolk@ktmc.com
Top 50 Creditor	Emortgage Logic		info@emortgagelogic.com
Prepetition Lender - Fannie EAF	Fannie Mae	Attn John S Forlines Vice President, Credit Management	john_s_forlines@fanniemae.com
GSE - Fannie Mae	Fannie Mae	Catherine Lasher	catherine_lasher@fanniemae.com
Top 50 Creditor	Federal Home Loan Bank of Boston	c/o Keller Rohrback LLP	dloeser@kellerrohrback.com
Top 50 Creditor	Federal Home Loan Bank of Chicago	c/o Keller Rohrback LLP	dloeser@kellerrohrback.com
Top 50 Creditor	Federal Home Loan Bank of Indianapolis	c/o Keller Rohrback LLP	dloeser@kellerrohrback.com
Top 50 Creditor	Federal Housing Finance Agency	c/o Alfred Pollard	GeneralCounsel@FHFA.org
Top 50 Creditor	Financial Guaranty Insurance Co.	c/o Jones Day	cball@jonesday.com
Counsel to Freddie Mac	Freddie Mac	Kenton W Hambrick Associate General Counsel	kenton_hambrick@freddiemac.com
GSE - Freddie Mac	Freddie Mac	Paul Mullings	paul_mullings@freddiemac.com
Counsel to Ad Hoc RMBS Holder Group	Gibbs & Bruns LLP	Kathy D Patrick Esq & Scott A Humphries Esq	kpatrick@gibbsbruns.com shumphries@gibbsbruns.com
Counsel for the Institutional Investors	Gibbs & Bruns, L.L.P.	Kathy D. Patrick	kpatrick@gibbsbruns.com
GSE - Ginnie Mae	Ginnie Mae	Ted Tozer	ted.tozer@hud.gov
Top 50 Creditor	Huntington Bancshares Inc.	c/o Grant & Eisenhofer	gjarvis@gelaw.com
Top 50 Creditor	Indecomm Global Services		Rajan@indecimm.net
Internal Revenue Service	Internal Revenue Service	Insolvency Section	susanne.larson@irs.gov

Exhibit A

Core & Rule 2002 List
Served via Electronic Mail

Party Description	Name	Notice Name	Email
Top 50 Creditor	Iowa Public Employees Retirement System	c/o Cohen Milstein Sellers & Toll PLLC	jlaitman@cohenmilstein.com
Top 50 Creditor	ISGN Fulfillment Services Inc		Scott.slifer@isgn.com
Counsel to the Federal Housing Finance Agency as Conservator of the Federal National Mortgage Association ("Fannie Mae") and the Federal Home Loan Mortgage Corporation	Kasowitz, Benson, Torres & Friedman LLP	Andrew K Glenn, Matthew B Stein, Daniel A Fliman & Nii Amar Amamoo	aglenn@kasowitz.com mstein@kasowitz.com dflipman@kasowitz.com namamoo@kasowitz.com
Counsel to the Equity Security Holders (Ally Financial and Ally Bank)	Kirkland & Ellis	Richard M Cieri	richard.cieri@kirkland.com
Counsel to the Ally Financial Inc. & Ally Bank	Kirkland & Ellis LLP	Attn Ray C Schrock, Ray C Cieri & Stephen E Hessler	ray.schrock@kirkland.com richard.cieri@kirkland.com stephen.hessler@kirkland.com
Counsel to Tracy L Klestadt, in his Capacity as Chapter 7 Trustee of Alliance Mortgage Investments, Inc. and Alliance Bancorp	Klestadt & Winters LLP	Attn Tracy L Klestadt & Joseph C Corneau	tklestadt@klestadt.com jcorneau@klestadt.com
Top 50 Creditor	MBIA, Inc.	c/o Cadwalader, Wickersham & Taft	gregory.petrick@cw.com
Counsel to GSE - Freddie Mac	McKool Smith	Attn: Paul D. Moak	pmoak@McKoolSmith.com
Counsel to Freddie Mac	McKool Smith PC	Michael R Carney	mcarney@mckoolsmith.com
Counsel to Freddie Mac	McKool Smith PC	Paul D Moak	pmoak@McKoolSmith.com
Top 50 Creditor	Midwest Operating Engineers Pension Trust Fund	c/o Cohen Milstein Sellers & Toll PLLC	jlaitman@cohenmilstein.com
Counsel to the Independent Directors of the Residential Capital, LLC	Morrison Cohen LLP	Joseph T Moldovan Esq	jmoldovan@morrisoncohen.com bankruptcy@morrisoncohen.com
Top 50 Creditor	National Credit Union Administration Board	c/o Susman Godfrey LLP	mseltzer@susmangodfrey.com
Top 50 Creditor	New Jersey Carpenters Health Fund	c/o Cohen Milstein Sellers & Toll PLLC	jlaitman@cohenmilstein.com
Top 50 Creditor	New Jersey Carpenters Vacation Fund	c/o Cohen Milstein Sellers & Toll PLLC	jlaitman@cohenmilstein.com
Office of the New York Attorney General	Office of the NY State Attorney General	Eric T Schneiderman	Nancy.Lord@OAG.State.NY.US Neal.Mann@OAG.State.NY.US
Top 50 Creditor	Orange County Employees Retirement System	c/o Cohen Milstein Sellers & Toll PLLC	jlaitman@cohenmilstein.com
Counsel to Ambac Assurance Corporation	Patterson Belknap Webb & Tyler LLP	David W Dykhouse & Brian P Guiney	dwdykhouse@pbwt.com bguiney@pbwt.com
Top 50 Creditor	Police and Fire Retirement System of the City of Detroit	c/o Zwerling, Schachter & Zwerling	rzwerling@zsz.com
Residential Capital LLC	Residential Capital LLC	Tammy Hamzehpour	Tammy.Hamzehpour@ally.com
Counsel to Ad Hoc RMBS Holder Group	Ropes & Gray LLP	D Ross Martin Esq & Keith H Wofford Esq	Ross.martin@ropesgray.com keith.wofford@ropesgray.com
Counsel for the Institutional Investors	Ropes & Gray LLP	D. Ross Martin	Ross.martin@ropesgray.com
Top 50 Creditor	Sealink Funding Limited	c/o Labaton Sucharow LLP	jbernstein@labaton.com
Securities and Exchange Commission - Headquarters	Securities & Exchange Commission	Secretary of the Treasury	secbankruptcy@sec.gov
Securities and Exchange Commission - New York Regional Office	Securities & Exchange Commission NY Regional Office	George S Canellos Regional Director	secbankruptcy@sec.gov
Wells Fargo Bank, N.A., as collateral agent for the Prepetition Junior Secured Notes, as collateral agent for the Prepetition Ally Revolver, and as collateral control agent under the Intercreditor Agreement, dated as June 6, 2008	Seward & Kissell LLP	Greg S Bateman	bateman@sewkis.com
Counsel to Nationstar	Sidley Austin LLP	Larry J Nyhan	lnyhan@sidley.com

Exhibit A

Core & Rule 2002 List
Served via Electronic Mail

Party Description	Name	Notice Name	Email
Counsel to the administrative agent for the Debtors' proposed providers of debtor in possession financing	Skadden Arps Slate Meagher & Flom LLP	Jonathan H. Hofer	jhofer@skadden.com
Counsel to the administrative agent for the Debtors' proposed providers of debtor in possession financing	Skadden Arps Slate Meagher & Flom LLP	Ken Ziman	ken.ziman@skadden.com
Counsel to Barclays Bank PLC	Skadden Arps Slate Meagher & Flom LLP	Ken Ziman	ken.ziman@skadden.com
Counsel to the administrative agent for the Debtors' proposed providers of debtor in possession financing	Skadden Arps Slate Meagher & Flom LLP	Sarah M Ward	sarah.ward@skadden.com
Counsel to Barclays Bank PLC	Skadden Arps Slate Meagher & Flom LLP	Suzanne D T Lovett	suzanne.lovett@skadden.com
Top 50 Creditor	Steven And Ruth Mitchell	c/o Walters Bender Stroehbehn & Vaughan, P.C	awalter@wbsvlaw.com
Top 50 Creditor	Stichting Pensioenfonds ABP	c/o Grant & Eisenhofer	gjarvis@gelaw.com
Counsel for Institutional Investors	Talcott Franklin P.C.	Attn: Talcott J. Franklin	tal@talcottfranklin.com
Securitization Trustee	The Canada Trust Company	Susan Khokher	susan.khokher@td.com kathryn.thorpe@td.com Adam.Parkin@tdsecurities.com Christopher.stevens@tdsecurities.com
Top 50 Creditor	The Union Central Life Insurance Company	c/o Robbins Geller Rudman & Dowd LLP	stevep@rgrdlaw.com
Top 50 Creditor	Tiffany Smith	c/o Schroeter Goldmark & Bender	info@sgb-law.com
Top Secured Creditor	U.S. Bank National Association	Attn: George Rayzis	george.rayzis@usbank.com
Counsel to GSE - Ginnie Mae	U.S. Department of Justice	Attn: Glenn D. Gillette	Glenn.Gillett@usdoj.gov
Office of the United States Attorney General	U.S. Department of Justice	US Attorney General, Eric H. Holder, Jr.	AskDOJ@usdoj.gov
Top 50 Creditor	US Bank	c/o Seward & Kissel LLP	das@sewkis.com
Top 50 Creditor	US Bank	Corporate Trust Services	michelle.moeller@usbank.com mamta.scott@usbank.com
Office of the United States Trustee for the Southern District of New York	US Trustee for the Southern District of NY	Tracy Hope Davis, Linda A. Riffkin and Brian S. Masumoto	Tracy.Davis2@usdoj.gov Linda.Riffkin@usdoj.gov Brian.Masumoto@usdoj.gov
Securitization/HELOC Trustee	USBank	Michelle Moeller & Mamta K Scott	michelle.moeller@usbank.com mamta.scott@usbank.com
Securitization/HELOC Trustee	USBank	Tanver Ashraf, Corporate Trust Services	tanveer.ashraf@usbank.com
Securitization/HELOC Trustee	Wells Fargo Bank, N.A.	Kelly Rentz	kelly.j.rentz@wellsfargo.com Nichlaus.M.Ross@wellsfargo.com Sharon.Squillario@wellsfargo.com
Top 50 Creditor	Western & Southern	c/o Wollmuth Maher & Deutsch LLP	dwollmuth@wmd-law.com
Counsel to Wells Fargo as collateral agent for the Prepetition Junior Secured Notes	White & Case LLP	Attn: Gerard Uzzi	guzzi@whitecase.com
Securitization Trustee	Wilmington Trust	Jennifer Williams	jwilliams@wilmingtontrust.com esoriano@wilmingtontrust.com
Counsel to GSE - Fannie Mae	Winston & Strawn LLP	Attn: David Neier	dneier@winston.com
Counsel to Federal National Mortgage Association	Winston & Strawn LLP	David Neier, Carey D Schreiber & Alan Moskowitz	dneier@winston.com cschreiber@winston.com almoskowitz@winston.com

Exhibit B

Exhibit B

Core & Rule 2002 List
Served via Overnight Mail


Party Description	Name	Notice Name	Address 1	City	State	Zip
Top 50 Creditor	Deutsche Bank Trust Company Americas	c/o Kelvin Vargas	 25 De Forest Ave	Summit	NJ	07901
Indenture Trustee to Unsecured Notes	Deutsche Bank Trust Company Americas		60 Wall St	New York	NY	
Securitization Trustee	M&TCC		1 M&T Plaza, 7th Floor	Buffalo	NY	14203
Indenture Trustee under the Pre-Petition GSAP Facility	The Bank of New York Mellon	Asset-Backed Securities Group	101 Barclay St 4W	New York	NY	10286
Top 50 Creditor	Thrivent Financial for Lutherans	c/o Teresa J. Rasmussen	625 Fourth Avenue S.	Minneapolis	MN	55415-1624
Office of the United States Trustee for the Southern District of New York	US Trustee for the Southern District of NY	Tracy Hope Davis, Linda A. Riffkin and Brian S. Masumoto	33 Whitehall St 21st Fl, Region 2	New York	NY	10004
Top 50 Creditor	Wells Fargo & Company		Wf 8113, P.O. Box 1450	Minneapolis	MN	55485
GMEN Indenture Trustee at Corporate Trust Office	Wells Fargo Bank NA	Attn Corporate Trust Services - GMACM Home Equity Notes 2004 Variable Funding Trust	PO Box 98	Columbia	MD	21046
Top 50 Creditor	West Virginia Investment Management Board	c/o Craig Slaughter	500 Virginia Street East, Suite 200	Charleston	WV	25301

Exhibit C

Exhibit C

**Servicers and Sub-Servicers Under the Designated Servicing Agreements and the Specified Servicing Agreements
Served via Overnight Mail**


Name	Address 1	Address 2	City	State	Zip
BAC Home Loans Bank of America	 5 W Hillcrest Drive		Thousand Oaks	CA	91360-7883
Branch Banking and Trust Co of VA	301 College St		Greenville	SC	29601
HSBC Mortgage Corporation USA	2929 Walden Avenue		Depew	NY	14043
JP Morgan Chase	270 Park Avenue		New York	NY	10017-2070
PHH Mortgage Corporation	4001 Leadenhall Road		Mt Laurel	NJ	08054-
Pnc Bank NA	3232 Newmark Drive	Mail Stop B6-YM14-01-7	Miamisburg	OH	45342
SunTrust Mortgage Inc	1001 Semmes Ave	Mail Code RVW 3032	Richmond	VA	23224
Wells Fargo Bank NA	One Home Campus	MAC X2302-03N	Des Moines	IA	50328

Exhibit D

Exhibit D**Cash Management Banks****Served via Overnight Mail**


Name	Notice Name	Address 1	Address 2	City	State	Zip
Ally Bank	Mary Throne	 00 Virginia Drive		Fort Washington	PA	19034
Bank of America NA	Marilyn Thomas	333 South Hope Street		Los Angeles	CA	90071
Bank of New York Mellon	Bob Ladley	500 Ross St Ste 1360		Pittsburgh	PA	15219
Citibank NA	Emil Cornejo	388 Greenwich St		New York	NY	10013
Deutsche Bank Trust Co Americas	Marco Caputi	60 Wall Street	MS NYC 60-2802	New York	NY	10005
FIFTH THIRD BANK	Michael Thomas	222 South Riverside Plaza	33rd Floor	Chicago	IL	60606
JPMORGAN CHASE BANK NA	Gerise Macaluso	4 New York Plaza	13th Floor	New York	NY	10004
M&T Bank	Karen Cranz	One M&T Plaza	Buffalo	Buffalo	NY	14203
State Street Bank and Trust Company	Terri Rosberg	Two World Financial Center	225 Liberty Street 24th Floor	New York	NY	10281
US Bank National Association	Jenna Coauette	800 Nicollet Mall		Minneapolis	MN	55402
Wells Fargo fka Wachovia Bank	Chris Mulloy	101 N Independence Mall E		Philadelphia	PA	19106

Exhibit E

Exhibit E

HELOC Counterparties
Served via Overnight Mail

Name	Notice Name	Address 1	Address 2	City	State	Zip
Bank of America fka Summit Bank		225 W Hillcrest Drive		Thousand Oaks	CA	91360-7883
Bank One NA as Indenture Trustee		1515 W 14th St		Tempe	AZ	85281
BNY Mellon as Indenture Trustee	Global Strctd Credit MBS ClientSvcs	fka The Chase Manhattan Bank	101 Barclay Street Floor 4W	New York	NY	10286
BNY Mellon as Indenture Trustee		fka The Chase Manhattan Bank	525 William Penn Place	Pittsburgh	PA	15259-0001
Citizens Bank NA		480 Jefferson Boulevard		Warwick	RI	2886
Citizens Bank NA		RBS Citizens NA 10 Tripps Lane		Riverside	RI	2915
Citizens Bank NA		One Citizens Drive		Riverside	RI	2915
Deutsche Bank National Trust Co	Rosa Mendez Corporate Trust Dept	as Indenture Trustee	1761 E St Andrew Place	Santa Ana	CA	92705-4934
Fifth Third Bank fka Old Kent Bank		5050 Kingsley Drive 1MOC2P		Cincinnati	OH	45227
Goldman Sachs Mortgage as Sponsor		250 E John Carpenter Freeway		Irving	TX	75062
Goldman Sachs Mortgage as Sponsor		85 Broad Street		New York	NY	-10080
GS Mortgage Sec Corp as Depositor		85 Broad Street 27th Floor		New York	NY	10004
ING fka Atlanta Internet Bank		1 South Orange Street		Wilmington	DE	19801
JPMorganChase Bank IndentureTrustee		270 Park Avenue		New York	NY	10017-2070
JPMorganChase Bank IndentureTrustee		3415 Vision Drive		Columbus	OH	43219
Lehman Brothers Bank FSB		745 Seventh Avenue 5th Floor		New York	NY	10019
Macquarie Mortgages USA Inc		20 Toronto Street 11th Floor		Toronto	ON	M5C 2B8
Monogram Home Equity Corporation		2180 South 1300 East Suite 300		Salt Lake	UT	84109
Suntrust Asset Funding LLC		303 Peachtree Street 36th Floor		Atlanta	GA	30308
Texas Asset Acquisition Corporation		1717 Main Street 4th Floor	PO Box 655415	Dallas	TX	75265
Treasury Bank NA		400 Countrywide Way		Simi Valley	CA	93065-6414
US Bank as Indenture Trustee		fka LaSalle Bank NA	135 S LaSalle St Suite 1625	Chicago	IL	60603
US Bank as Indenture Trustee		fka LaSalle Bank NA	60 Livingston Ave	St Paul	MN	55107
Wells Fargo		fka First Union National Bank	9062 Old Annapolis Road	Columbia	MD	21046
Wells Fargo as Indenture Trustee		fka Norwest Bank Minnesota NA	9062 Old Annapolis Road	Columbia	MD	21046
Wells Fargo Bank Minnesota NA		as Indenture Trustee	9062 Old Annapolis Road	Columbia	MD	21046
Wells Fargo Bank NA	Kelly Rentz Corporate Trust Servics	as Indenture Trustee	9062 Old Annapolis Road	Columbia	MD	21045
Wells Fargo Home Equity fka First Union National Bank		MAC S3826-020	PO Box 10299	Phoenix	AZ	85064
Wells Fargo MN NA Indenture Trustee		Sixth Street and Marquette Ave	PO Box 1517-N9303-121	Minneapolis	MN	55480-1517

Exhibit F

Exhibit F

Utility Parties

Served via Overnight Mail


Name	Notice Name	Address 1	Address 2	City	State	Zip
Abovenet Communications Inc		360 Hamilton Avenue		White Plains	NY	10601
Abovenet Communications Inc		PO BOX 785876		Philadelphia	PA	19178-5876
AT&T		208 S Akard Street Floor 10		Dallas	TX	75202
AT&T		PAYMENT CENTER		Sacramento	CA	95887-0001
AT&T		PO BOX 105068		Atlanta	GA	30348-5068
AT&T		PO BOX 105503		Atlanta	GA	30348-5503
AT&T		PO BOX 5001		Carol Stream	IL	60197-5001
AT&T		PO BOX 5019		Carol Stream	IL	60197-5019
AT&T		PO BOX 8110		Aurora	IL	60507-8110
AT&T Mobility		208 S Akard Street Floor 10		Dallas	TX	75202
AT&T Mobility		PO BOX 9004		Carol Stream	IL	60197-9004
Avaya Inc		211 Mt Airy Road		Basking Ridge	NJ	7920
Avaya Inc		P.O. BOX 5332		New York	NY	10087-5332
Avaya Inc		PO BOX 5125		Carol Stream	IL	60197-5124
Center Point Energy		1111 Louisiana Street		Houston	TX	77002-5230
Center Point Energy		PO Box 1144		Minneapolis	MN	55440-1144
Centurylink	Business Services	PO Box 52187		Phoenix	AZ	85072-2187
Centurylink	Qwest Communications Company LLC	PO Box 91154		Seattle	WA	98111-9254
Centurylink		100 CenturyLink Drive		Monroe	LA	71201
Centurylink		PO BOX 12480		Seattle	WA	98111-4480
Centurylink		PO Box 2348		Seattle	WA	98111-2348
Centurylink		PO Box 2961		Phoenix	AZ	85062-2961
Centurylink		PO BOX 52187		Phoenix	AZ	85072-2187
Centurylink		PO BOX 91154		Seattle	WA	98111-9254
Cisco Systems Capital Corporation		170 West Tasman Dr		San Jose	CA	95134
Cisco Systems Capital Corporation		CO PROPERTY TAX ALLIANCE INC		New Braunfels	TX	78131-1746
Cisco Systems Capital Corporation		FILE NO 73226		San Francisco	CA	94160
Cisco Systems Capital Corporation		PO BOX 311746		New Braunfels	TX	78131-1746
Cisco Systems Capital Corporation		PO BOX 60000		San Francisco	CA	94160
City Of Eden Prairie		8080 Mitchell Rd		Eden Prairie	MN	55344
Comcast		1701 John F Kennedy Blvd		Philadelphia	PA	19103
Comcast		PO BOX 3005		Southeastern	PA	19398-3005
Comcast		PO BOX 3006		Southeastern	PA	19398-3006
Dish Network		9601 S Meridian Blvd		Englewood	CO	80112
Dish Network		PO Box 105169		Atlanta	GA	30348-5169
Genesys Conferencing Inc		co InterCall	8420 West Bryn Mawr Ste 1100	Chicago	IL	60631
Genesys Conferencing Inc		DEPARTMENT 0938		Denver	CO	80256
Global Capacity Group Inc		25665 NETWORK PLACE		Chicago	IL	60673-1256
IEX Corporation		2425 N Central Expy		Richardson	TX	75080
IEX Corporation		2425 NORTH CENTRAL EXPRESSWAY No500		Richardson	TX	75080
IEX Corporation		PO BOX 7247-7311		Philadelphia	PA	19170-7311
Inova Solutions		110 AVON ST		Charlottesville	VA	22902
Intercall		15272 COLLECTIONS CENTER DRIVE		Chicago	IL	60693

Exhibit F


Utility Parties

Served via Overnight Mail

Name	Notice Name	Address 1	Address 2	City	State	Zip
Intercall		8420 West Bryn Mawr Ste 1100		Chicago	IL	60631
Intercall		P.O. BOX 281866		Atlanta	GA	30384-186
Intervoice Inc		co Convergys	201 East Fourth Street	Cincinnati	OH	45202
Intervoice Inc.		PO BOX 201305		Dallas	TX	75320-1305
Level 3 Communications LLC		1025 Eldorado Blvd		Broomfield	CO	80021
Level 3 Communications Llc		DEPARTMENT No182		Denver	CO	80291-0182
Level 3 Communications LLC		PO BOX 952061		St Louis	MO	63195-2061
Mediacom (Internet)		PO Box 5744		Carol Stream	IL	60197-5744
Mediacom (Tv)		PO Box 5744		Carol Stream	IL	60197-5744
Mediacom Internet		100 Crystal Run Road		Middletown	NY	10941-4048
Mediacom Tv		100 Crystal Run Road		Middletown	NY	10941-4048
Micro-Tel Center		3700 HOLCOMB BRIDGE ROAD		Norcross	GA	GA30092
Midamerican Energy		666 Grand Ave	Ste 500	Des Moines	IA	50309
Midamerican Energy		PO Box 8020		Davenport	IA	52808-8020
Sprint		6200 Sprint Parkway		Overland Park	KS	66251-6117
Sprint		PO BOX 4181		Carol Stream	IL	60197-4181
Time Warner Cable		60 Columbus Circle		New York	NY	10023
Time Warner Cable		PO Box 650063		Dallas	TX	75265-0063
Time Warner Telecom		10475 Park Meadows Dr		Littleton	CO	80124
Time Warner Telecom		PO BOX 172567		Denver	CO	80217-2567
Verint Americas Inc		330 South Service Road		Melville	NY	11747
Verint Americas Inc		PO BOX 905642		Charlotte	NC	28290-5642
Verizon		140 West Street		New York	NY	10007-2141
Verizon		P.O. BOX 4833		Trenton	NJ	08650-4833
Verizon		PO BOX 15026		Albany	NY	12212-5026
Verizon		PO BOX 4833		Trenton	NJ	08650-4833
Verizon		PO BOX 660720		Dallas	TX	75266-0720
Verizon Business	SCA SERVICES	P.O.BOX 371355		Pittsburgh	PA	15250-7355
Verizon Business	SCA SERVICES			Pittsburgh	PA	15250-8123
Verizon Business		One Verizon Way		Basking Ridge	NJ	07920-1097
Verizon California		One Verizon Way		Basking Ridge	NJ	07920-1097
Verizon California		PO BOX 920041		Dallas	TX	75392-0041
Verizon Southwest		One Verizon Way		Basking Ridge	NJ	07920-1097
Verizon Southwest		PO BOX 920041		Dallas	TX	75392-0041
Verizon Wireless		140 West Street		New York	NY	10007-2141
Verizon Wireless		PO BOX 15062		Albany	NY	12212-5062
Waste Management		1001 Fannin Suite 4000		Houston	TX	77002
Waste Management		PO Box 4648		Carol Stream	IL	60197-4648
Waterloo Water Works		325 Sycamore St		Waterloo	IA	50703-4627
Waterloo Water Works		PO Box 27		Waterloo	IA	50704
Xcel Energy		414 Nicollet Mall		Minneapolis	MN	55401-1993
Xcel Energy		PO Box 9477		Minneapolis	MN	55484-9477

Exhibit G

Exhibit G**Governmental Associations****Served via Overnight Mail**

Name	Notice Name	Address 1	Address 2	City	State	Zip
Essent Guaranty	Jeff R Cashmer	201 King of Prussia Rd		Radnor	PA	19087
Genworth	Jean Bradley	6620 W Broad St		Richmond	VA	23230
Mortgage Guaranty Insurance Corp	Patrick Sinks	250 E Kilbourn Ave		Milwaukee	WI	53202
Radian Guaranty	Gary Egkan	1601 Market Street		Philadelphia	PA	19103
United Guaranty Corporation	Bev Sheehy	230 N Elm Street		Greensboro	NC	27401
US Dept of Housing & Urban Dev	Helen Kanovsky	451 7th Street SW	Room 10110	Washington	DC	20510